

**Restated Bylaws of the
Southampton Citizens Association
EFFECTIVE November 20, 2018**

Section 1 - Mission and Goals

The Mission of the Southampton Citizens Association (SCA) is to promote a safe, vibrant neighborhood by facilitating community inclusiveness, sustainability, awareness, investment, and involvement. The Association will operate as a non-stock, non-profit corporation to promote and engage in any activity for the general welfare of the community and its residents. The powers, organization and procedures of the SCA are as prescribed in the Virginia Nonstock Corporation Act (Act) unless otherwise provided in the SCA's Restated Articles of Incorporation or in these Bylaws.

The primary goals of SCA are to:

- A. Encourage participation of residents in neighborhood gatherings and initiatives;
- B. Represent the neighborhood and its residents in the wider Richmond community;
- C. Provide a forum for the exchange of ideas within the community and incentives for cohesion in its development;
- D. Stimulate individual and collective growth through participation in constructive community activity;
- E. Create awareness of issues that affect all residents of the neighborhood; and
- F. Present a united voice on behalf of all members and residents.

Section 2 - Boundaries

The boundaries of the neighborhood represented by SCA shall be in the City of Richmond, Virginia. The "Southampton" area is defined as the area:

- A. Bounded on the north by the James River;
- B. Bounded on the west by the power transmission line from the James River to Forest Hill Avenue;
- C. Bounded on the south by the power transmission line to Windsorview Road; and
- D. Bounded on the east by the property line behind the eastward facing homes on Skipton, inclusive of the streets of Monitor, Sequoyah, Marlboro, Windsorview, Landria, Wallowa, Blithewood, Northview and Buckhill west of Skipton.
(See attached map)

Section 3 - Membership

3.1 Eligibility

Any adult, eighteen years or older, who makes permanent residence located within the boundaries of the SCA, as specified in Section 2 above, or any person or business as approved by the Board of Directors who desires to participate in the SCA meetings, activities or events, shall be eligible to be a member of the Association. Households who pay annual dues to the Association shall be considered members of the SCA and shall have a vote in Association business as provided by these Bylaws or the SCA Restated Articles of Incorporation.

3.2 Dues

3.2.1 Annual dues may be paid by any household that wishes to vote in any Association business. The amount of the annual dues shall be established by the Board. Exercise of the right to vote shall be contingent upon payment of such dues.

3.2.2 Dues shall be considered current through the last day of the month twelve months from the date of payment (e.g., if paid June 15, 2017, dues are current through June 30, 2018), or at such other intervals as determined by the Board.

3.3 Dues Paying Membership Privileges

Each dues paying member of the Association may:

- A. Vote at each membership meeting with each household having one vote;
- B. Hold office and serve on committees;
- C. Have reasonable access to review the records and financial statements of the Association;
and
- D. Attend all Board, membership and committee meetings.

For family members, only one member per household may participate in any one vote of the membership. Organizational and business members are not eligible to vote or to hold office.

Section 4 - Board of Directors

4.1 - Board of Directors

The Board shall be composed of at least five but not more than fifteen directors, elected from the membership.

4.2 - Administrative Body

The Board shall oversee and manage all of the business of the Association.

4.3 - Terms of Board of Directors

Elected directors shall serve for a term of two years. If a director has served for two full consecutive terms, a total of at least four consecutive years, such director must remain off of the Board for one term, two years, before being eligible for re-election to the Board.

4.4 - Board of Director Duties

Each member of the Board shall:

- A. Attend Board meetings in order to conduct the business of the Association;
- B. Serve on committees or task groups when appointed;
- C. Contribute his/her knowledge, expertise and time, as appropriate;
- D. Abstain from voting in case of a conflict of interest as determined by the Board;
- E. Exercise fiduciary responsibility; and
- F. Knowledgeably and conscientiously uphold the mission and goals of the Association.

4.5 - Conflicts of Interest

Any Board member who knows or reasonably should know that he or she has a conflict of interest relating to a voting issue shall disclose such conflict to Board members present, and if deemed appropriate by a majority thereof, shall abstain from voting on such issue. Further, if deemed appropriate by such majority, he or she shall not participate in any deliberation on that issue.

4.6 - Removal/Impeachment of Board of Directors

Any member of the Board of the Association may be removed from office for just cause, upon the recommendation of the majority of other members of the Board, and the approval of three-fourths of the voting membership present in a meeting called for this purpose. Just cause in this context shall mean gross or willful neglect of the duties of the position held, repeated failure to attend Board meetings, dishonesty, or acts of moral turpitude.

4.7 – Vacancy

In case of a vacancy of a Board position, the Board may fill the position by a majority vote. Persons so elected shall serve the unexpired term of the position.

Section 5 - Officers

5.1 Officers

5.1.1 Selection of Officers The officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer, who shall be elected by the Board of Directors from among the members of the Board. In addition, the Board may appoint one or more assistant officers to assist the elected officers in the performance of their duties, may specify or change the titles and duties of those assistant officers, and may remove any such assistant officer at any time.

5.1.2 Terms of Officers Subject to Section 5.1.1, the officers elected by the Board shall continue in office for one-year and until their successors are elected. Officers, with the exception of the Treasurer and Secretary, shall be ineligible to serve for more than three consecutive one-year terms in the same position.

5.2 Vacancy

In the case of a vacancy of an officer position, the Board of Directors may fill the position by a majority vote of the Board. Each person elected shall serve the unexpired term of the position.

5.3 - Removal of Officers

Any officer of the Association may be removed from office for just cause, upon a decision by a majority of the full Board. Just cause in this context shall mean gross or willful neglect of the duties of the office held, repeated failure to attend meetings, dishonesty, or acts of moral turpitude.

5.4 Duties of the Officers

5.4.1 Duties of the President The President shall be the principal executive officer of the Association, and shall:

- A. Direct and coordinate the business and management of the Association;
- B. Preside at all membership and Board meetings;
- C. Represent the Association as the principal spokesperson only on matters authorized by the vote of the membership of the Association;
- D. Call special meetings of the Board when the President deems it necessary, or when requested in writing to do so by a majority of the Board or fifteen members of the Association;
- E. Serve notice to Board members for failure to attend Board meetings, by contacting Board members who have missed more than three Board meetings;
- F. Annually nominate standing committee chairs to the Board for their approval;
- G. With the Treasurer, monitor the Board's expenditure of funds;
- H. Ensure that the Association adheres to the Code of Virginia, its Restated Articles of Incorporation and these Bylaws;
- I. Sign all official documents, contracts and correspondence necessary to carry out the business of the Association and in accord with a position or opinion sanctioned by the vote of the members of the Association;
- J. Serve as liaison to other neighborhood and civic organizations (this duty may be delegated at the President's discretion); and
- K. Perform such other duties as may be specified by the Board.

5.4.2 Duties of the Vice President The Vice President shall:

- A. In the absence of the President, preside at Board and/or membership meetings;
- B. In the event that the position of the President becomes vacant, serve as Acting President until a new President is elected;
- C. Be responsible for the Membership Committee and activities related to recruiting new members and renewing existing memberships; and
- D. Perform such other duties as may be specified by the Board.

5.4.3 Duties of the Secretary The Secretary shall:

- A. Prepare and preserve the records and minutes of all regular and special meetings of the Board and the Association;
- B. Maintain the Board attendance records;
- C. Publicize annual, special and regular meetings of the Association within the required timeframes as specified in Sections 7.5 and 8.3;
- D. Publish the minutes to all members of the Association;
- E. Maintain and preserve the records of the Association;
- F. Assist in correspondence of the Association as directed; and
- G. Perform other such duties as may be specified by the Board.

5.4.4 Duties of the Treasurer The Treasurer shall:

- A. Be responsible for the finances of the Association;
- B. Collect and safeguard all funds and deposit said funds in federally insured banking institutions;
- C. Maintain and preserve the financial records of the Association;
- D. Submit monthly financial statements at Board Meetings;
- E. Maintain a roll of current members who have paid dues, and be responsible for providing a current list to the Board at least fourteen days prior to any meeting of the Association;
- F. Ensure that an annual financial review is conducted;
- G. Ensure that the Association adheres to all rules and filing requirements, if any, of all local, state and federal taxing authorities; and
- H. Perform such other duties as may be specified by the Board.

Section 6 - Committees

6.1 Standing Committees

- A. In addition to the standing committees hereinafter created, the Board may establish standing committees, and determine the composition and duties thereof, as it may find useful in the conduct of the Association's activities.
- B. A chairperson of each standing committee shall be appointed annually by the Board and shall serve for no more than three consecutive one-year terms in the same position, unless the Board approves an exception.
- C. The members of each standing committee, other than the chairperson, shall be selected by the chair of that committee. The members of a standing committee need not be members of the Board. Each member of a standing committee must be a member of the Association. There is no limit to the number of years to be served on the same committee.
- D. The Board may appoint replacements to fill vacancies of standing committee chairpersons, and each person so appointed shall serve the unexpired term of the position.
- E. If the Board so determines, each standing committee may have two co-chairpersons instead of one chairperson. Each such co-chairperson shall have equal rights and duties under these Bylaws.
- F. The Standing Committees of this Association are: Membership, Programs, Finance, Communications, Government Liaison, Infrastructure, and Nominating.

6.1.1 Membership Committee The Membership Committee shall be responsible for the recruitment of new members to the Association and the retention of existing members. In an effort to instill a sense of community, the Committee shall also plan and execute all community-building and membership-recruitment events.

6.1.2 Programs The Programs Committee shall be responsible for identifying and scheduling programs for all meetings.

6.1.3 Finance Committee The Finance Committee shall be responsible to the Treasurer and is in charge of the preparation and review of the annual budget, and an annual review of the Association's financial records.

6.1.4 Communications Committee The Communications Committee shall be responsible for the development and execution of the plans by which the Association promotes its positions, objectives and accomplishments to the community served by the Association and the general public. The Communications Committee is responsible for communicating Association business via mail, email, social media and the Association website, to the extent appropriate for the occasion.

6.1.5 Government Liaison The Government Liaison Committee shall be responsible for identifying and maintaining contacts within governmental agencies, with the purpose of gathering and presenting information pertinent to the Association's interests, as well as representing the Association's interests to such agencies.

6.1.6 Infrastructure The Infrastructure Committee shall address concerns presented by members of the Association regarding issues that may have an impact on the quality of life in the Southampton area. This may include the physical infrastructure of the neighborhood with regard to issues involving the City, State, utility providers, individual residents, area businesses or other matters affecting the neighborhood. At the request of one or more residents, the Committee may seek to provide communication or mediation assistance for the purpose of amicably resolving disputes, or to effect the removal of unsafe, unhealthy or unlawful conditions.

6.1.7 The Nominating Committee The Nominating Committee shall be responsible for all recruitment of potential candidates for vacant positions on the Board to be presented to the membership at the annual meeting. The committee will follow the guidelines set forth in Section 9.3.1 of these Bylaws.

6.2 Special Committees

The Board may form special committees, should the need arise, to accomplish specific goals. Special committees shall continue until terminated by the Board. The chairperson (or co-chairpersons) and members of each special committee shall be appointed by the President, with the concurrence of a majority of the Board.

Section 7 - Membership Meetings

7.1 Annual Meeting

The Association shall have at least one meeting of members each year for the purpose of the electing directors and conducting other business as may be presented by the Board. The annual meeting of the Association shall be held on the third Tuesday of October.

7.2 Monthly Meetings

Monthly meetings of members will be held on the third Tuesday of each month, with the exception of the month of August.

7.3 Special Meetings

Special meetings of the Association for any purpose may be called by the President, by three members of the Board, or at the request of not less than fifteen members of the Association.

7.4 Meeting Place

The Board or President may designate any place within the membership area as the place for any annual, monthly or special meeting.

7.5 Notice of Meetings

The Secretary shall give or cause to be given notice of membership meetings by one or more of the following methods: in person or by mail, telephone, email, or any other form of electronic transmission, in which case notice shall also be posted on the SCA website. Such notice shall state the date, time and place of the meeting. Notice of each annual meeting shall be given not less than thirty days before the meeting. Notice of any special meeting shall be given not less than five days before the meeting and shall state the purpose(s) of the special meeting.

7.6. Public Voice

No director, officer or other person shall be authorized to communicate a position or opinion of this Association to any information medium or to any federal, state or local governmental agency or body without a majority vote of voting members to authorize the Board to communicate the substance of same. The number of persons voting in the affirmative and in the negative on any such question shall be recorded and published with the communication.

7.7 Quorum

The quorum for any membership meeting shall be the members of the Association who attend any duly noticed meeting.

7.8 Voting

7.8.1 Eligibility to Vote Each individual member whose dues are current shall be entitled to one vote; for households with more than one member, only one member of the household will be entitled to participate in any one vote of the membership.

7.8.2 Method of Voting Voting shall be by voice vote, standing vote, show of hands, electronic or written ballot, as determined by the presiding officer. When necessary, a tally of votes will be taken and recorded in the minutes.

7.8.3 No Voting by Proxy There shall be no vote by proxy at any meeting of the members.

Section 8 - Board Meetings

8.1 Scheduled Meetings

The Board shall endeavor to meet monthly, or at such times as deemed necessary by the Board.

8.2 Special Meetings

A special meeting of the Board shall be held upon the call of the President or when requested in writing by at least three members of the Board or by written request signed by at least fifteen members of the Association.

8.3 Notice of Board Meetings

The President or Secretary shall give or cause to be given notice of Board meetings to members of the Board by one or more of the following methods: in person or by mail, telephone, email, or any other form of electronic transmission, in which case notice shall also be posted on the SCA website. Such notice shall state the date, time and place of the meeting.

8.4 Quorum

Two-thirds of the Board shall constitute a quorum.

8.5 No Voting by Proxy

There shall be no vote by proxy at any meeting of the Board.

8.6 Open Meetings

All meetings of the Board shall be open to all members of the Association.

Section 9 - Nominations and Elections

9.1 Election Process

Election of Board members shall take place at the Annual Meeting of the members of the Association. A slate of nominees will be submitted by the Nominating Committee to the membership, and each candidate individually shall be voted on by the membership.

9.2 Election of Officers

Election of Officers shall be conducted by the Board members and shall take place at the first meeting of the Board following the Annual Meeting.

9.3 Nomination Process

9.3.1 The Nominating Committee The Nominating Committee shall:

- A. Consist of not more than two Board members and a majority of members from the general membership;
- B. Begin the nominating process no less than ninety days before the date of the Annual Meeting by publishing in the SCA newsletter, email or other appropriate media an invitation and a deadline for members to recommend candidates for Board members;
- C. Inform each nominee of the duties for which he/she is nominated and ensure the nominee's ability to serve;
- D. Each nominee shall be asked to provide his or her current employment and any affiliation currently held with any board, committee or commission affiliated with any government agency;
- E. Ensure that each nominee has access to a copy of the Restated Articles of Incorporation and Restated Bylaws of the Association; and
- F. Provide a formal slate of candidates to the Board and the members of the Association at least forty days before the Annual Meeting.

9.3.2 Nominations from the Floor Additional nominations from the floor may be made at the Annual Meeting.

Section 10 - Fiscal Year

10.1 Fiscal Year

The Association's fiscal year shall be the calendar year.

Section 11 - Political Action

11.1 Political Action

The Association shall not endorse candidates and shall be neutral in all political races. Campaign signs and campaign tables are not permitted at Association social functions or meetings, or included in mass communications, although candidates are welcome to attend and meet the members individually.

Section 12 - Preservation of Association Records

12.1 Preservation of Association Records

It shall be the duty of the President, the Secretary and the Treasurer to preserve all records generated during their terms of office and to pass on such materials to their successors. Materials shall be retained for at least five years.

Section 13 - Parliamentary Authority

13.1 Parliamentary Authority

Except as otherwise specifically provided by these Bylaws, "Robert's Rules of Order, Newly Revised," through its then current edition, shall be the SCA's authority of parliamentary procedures.

Section 14 - Amendments to the Bylaws

14.1 Process

These Bylaws may be amended or repealed and new Bylaws may be adopted by the board subject to the approval of the members by the members of the Association voting in accordance with Section 7 hereof at a monthly or special meeting, the notice for which shall include any proposed change and be given at least 30 days before such meeting.

14.2 Conflicts

If there are conflicts or inconsistencies among the provisions of Virginia law, the Restated Articles of Incorporation, and these Bylaws, the provisions of Virginia law, the Restated Articles, and the Bylaws (in that order) will prevail.